

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF APPLICATION
FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
ARENTFOX SCHIFF LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO DECEMBER 15, 2022**

George P. Angelich, hereby declares under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. Except as otherwise stated, I am fully familiar with the facts hereinafter stated, and am authorized to and hereby make this declaration (the “Angelich Declaration”) in support of the application (the “Application”) ² of the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc., *et al.* and its debtor affiliates (collectively, the “Debtors”) appointed pursuant to section 1102 of title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for an order

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Application.

authorizing the employment and retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022, and to provide certain disclosures required under sections 328(a), 504 and 1103(a) of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014–1 of the Local Rules for the United Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), and the *Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C § 330 by Attorneys in Larger Chapter 11 Cases*, issued by the Executive Office for the United States Trustee, effective as of November 1, 2013 (the “U.S. Trustee Guidelines”).

3. The information contained in this Angelich Declaration is of my own personal knowledge, discussions with my partners, associates, and staff at ArentFox Schiff, or is derived from my review of the files in these Chapter 11 Cases.³

4. All attorneys who will work on this engagement have read and are fully familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, and are sufficiently competent to handle whatever might foreseeably be expected of the Committee’s counsel in this matter.

ArentFox Schiff’s Disinterestedness

5. Insofar as I have been able to ascertain, except as described herein, the other partners, counsel, and associates of ArentFox Schiff and I are disinterested parties within the meaning of section 101(14) of the Bankruptcy Code (as modified by section 1103(b) of the Bankruptcy Code), and have no interest adverse to the Committee, or the Debtors or its estates in these Chapter 11 Cases. Although ArentFox Schiff from time to time has represented and in

³ Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather, within the personal knowledge of other attorneys or staff at ArentFox Schiff, and are based on information provided by them to me.

the future may represent various entities that are creditors of the Debtors or otherwise had or have an interest in this proceeding in matters that were, except as described below, wholly unrelated to these proceedings, ArentFox Schiff will not represent any creditors or parties-in-interest in connection with these Chapter 11 Cases other than the Committee. ArentFox Schiff will not represent any entity other than the Committee in these Chapter 11 Cases.

6. ArentFox Schiff will continue to review the parties-in-interest in these proceedings and will make every effort to disclose all connections to these parties as they become known to ArentFox Schiff. Although it is not possible to guarantee that each and every connection is disclosed at this early juncture, ArentFox Schiff will file additional and supplemental disclosure statements as the need arises.

A. ArentFox Schiff's Conflict Check System

7. In connection with preparing this Declaration, ArentFox Schiff submitted the names of parties-in-interest in these Chapter 11 Cases (the "Parties-in-Interest") for review in the computerized conflict database system maintained by ArentFox Schiff. ArentFox Schiff obtained the list of the Parties-in-Interest from the Debtors and various papers filed in these cases by the Debtors. ArentFox Schiff maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by ArentFox Schiff is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of ArentFox Schiff that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the

prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by ArentFox Schiff.

8. The Parties-in-Interest which ArentFox Schiff submitted to its conflict database include the following categories derived from various pleadings and docket entries, including a list of parties-in-interest provided by Debtors' counsel:

- (a) Debtors;
- (b) Directors and/or Officers;
- (c) Equity Holders;
- (d) Debtors' Professionals;
- (e) Ordinary Course Professionals;
- (f) Secured Creditor/Lenders;
- (g) Vendors/Contract Counterparties
- (h) Landlords/Sublessees;
- (i) Insurers/Brokers;
- (j) Utility Providers;
- (k) Top 30 Unsecured Creditors;
- (l) United States Bankruptcy Judges (Dist. of Del.);
- (m) United States District and Magistrate Judges (Dist. of Del.); and
- (n) United States Trustee and Staff, Region 3 (Wilmington, DE Office).

9. A list of the Parties-in-Interest submitted to the conflict check system is attached hereto as Exhibit 1.

10. Federal Rule of Bankruptcy Procedure 2014(a) requires the disclosure of all "connections" with the Debtors, creditors, the U.S. Trustee, and other parties in interest, to the best of an applicant's knowledge. However, the term "connection" is not precisely defined in

either the text of the rule or Second Circuit case law, and authorities acknowledge that the definition requires interpretation specific to the facts of each case. 9 Collier on Bankruptcy ¶ 2014.05 (16th 2020). Accordingly, ArentFox Schiff's standard procedures for evaluating actual and potential conflicts of interest may not encapsulate the full realm of potential connections to parties in this proceeding. ArentFox Schiff will use reasonable best efforts to ascertain and disclose material connections in this case.

B. ArentFox Schiff's Relationship With Parties-In-Interest

11. ArentFox Schiff appears in many cases involving a substantial number of the Debtors' creditors, parties-in-interest and professionals. To the extent that the above-described search indicated that ArentFox Schiff has a relationship with any searched entity, such relationship is disclosed in Exhibit 2 which contains a list of the Parties-in-Interest that ArentFox Schiff and its partners, counsel, associates, and employees has any connection to, including those it represented, currently represents, or are or were adverse to ArentFox Schiff in matters wholly unrelated to the Debtors and its estates. None of the Parties-in-Interest listed in Exhibit 2 accounted for 1% or more of ArentFox Schiff's revenue during the 12 month period prior to December 15, 2022. ArentFox Schiff has not, and will not, represent any creditors of the Debtors or other parties-in-interest in connection with the Debtors or these cases.

12. ArentFox Schiff also made a general inquiry of all partners and employees of the firm requesting disclosure of any relationship with: (a) any Bankruptcy Judge, District Judge, or Magistrate Judge for the District of Delaware; or (b) any trial attorneys and staff in the Wilmington, Delaware office of the United States Trustee of Region 3 and the Assistant United States Trustee of the District of Delaware. ArentFox Schiff attorneys regularly appear before this Court and the United States District Court for the District of Delaware, however, except as

disclosed herein or in Exhibit 2, no attorney or employee at the firm is related to any United States Bankruptcy Judge, District Court Judge, or Magistrate Judge for the District of Delaware or to trial attorneys in the Office of the United States Trustee for such district or to any employee in the office thereof. The proposed employment of ArentFox Schiff is not prohibited by or improper under Bankruptcy Rule 5002.

13. ArentFox Schiff also conducted a conflicts search with respect to all members of the Committee. To the extent such searches indicated that ArentFox Schiff has or had a relationship with any such entity, the identity of such entity and ArentFox Schiff's relationship therewith is set forth herein and on Exhibit 2.

14. From time to time, ArentFox Schiff interacts with certain of the professional firms that have been or are proposed to be employed by the Debtors or other Parties-in-Interest in these Chapter 11 Cases. For example, Young Conaway Stargatt & Taylor, LLP has appeared opposite or alongside ArentFox Schiff on numerous prior occasions in bankruptcy cases. CohnReznick has been retained by ArentFox Schiff or ArentFox Schiff's clients in connection with unrelated matters. Except as set forth on Exhibit 2, to the best of my knowledge, ArentFox Schiff has not represented any of the firms set forth on Exhibit 1.

15. The Debtors have numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, ArentFox Schiff is unable to state with certainty which of its clients or such clients' affiliates hold claims or otherwise are parties in interest in this case. ArentFox Schiff (i) is carrying on further inquiries with respect to the matters contained herein, (ii) will continue monitoring its database with respect to any new clients, and (iii) will file additional and supplemental disclosure statements in the event

ArentFox Schiff becomes aware of any additional connections. If ArentFox Schiff discovers any information that is contrary or pertinent to the statements made herein, ArentFox Schiff will promptly disclose such information to the Court on notice to the U.S. Trustee and such other parties in interest as may be required under noticing procedures applicable to this case.

Normal Hourly Rates and Disbursement Policy

16. ArentFox Schiff has not agreed to share (i) any compensation it may receive with another party or person, other than with the partners and associates of ArentFox Schiff, or (ii) any compensation another person or party has received or may receive.

17. Subject to this Court's approval in accordance with section 330(a) of the Bankruptcy Code, ArentFox Schiff will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered, and for its actual, reasonable, and necessary out-of-pocket disbursements incurred in connection therewith.

18. The following are the current hourly rates ArentFox Schiff will charge in this case, which are consistent with ArentFox Schiff's hourly rates for work of this nature for both bankruptcy clients and non-bankruptcy clients:

- (a) Partners: \$665 - \$1,310
- (b) Of Counsel: \$635 - \$1,220
- (c) Associates: \$515 - \$795
- (d) Paraprofessionals: \$165 - \$450

The hourly rates of attorneys working on the case include: George Angelich \$860.00; Justin Kesselman \$660.00; and James Britton \$570.00.

19. The rates set forth above are subject to periodic review and adjustment and are set at a level designed to compensate ArentFox Schiff fairly for the work of its attorneys and

paralegals and to cover fixed and routine overhead expenses. Generally, the rates are subject to an increase at the beginning of each calendar year. It is ArentFox Schiff's policy to charge its clients in all areas of practice for all other expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

20. ArentFox Schiff intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and applicable procedures and Orders of this Court. Compensation will be payable to ArentFox Schiff in compliance with the above rules and provisions, on an hourly basis, plus reimbursement of actual and necessary costs and expenses incurred by ArentFox Schiff.

21. In the event that the Committee retains a confidential expert witness, the fees and expenses will be included in ArentFox Schiff's request for reimbursement of its expenses. ArentFox Schiff did not receive a retainer with respect to its proposed representation of the Committee.

22. ArentFox Schiff will not represent any entity other than the Committee in these Chapter 11 Cases.

Statement Regarding U.S. Trustee Guidelines

23. ArentFox Schiff intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee

Guidelines both in connection with this Application and the interim and final fee applications to be filed by ArentFox Schiff in the Debtors' Chapter 11 Cases.

24. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: ArentFox Schiff expects to develop, and the Committee intends to review a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which we reserve all rights.

Conclusion and Affirmative Statement of Disinterestedness

25. Based upon the documents and information available and provided to me, and except as otherwise described herein, (i) ArentFox Schiff does not hold or represent any interest adverse to the Committee in these Chapter 11 Cases; (ii) ArentFox Schiff is a "disinterested person" as that phrase is defined in section 101(14) of the Bankruptcy Code (as modified by section 1103(b) of the Bankruptcy Code); (iii) except as otherwise stated herein, neither ArentFox Schiff nor its professionals have any connection with the Debtors, its estates, or

creditors; and (iv) ArentFox Schiff's employment and retention is necessary and in the best interest of the Debtors' estates, its creditors and other Parties-in-Interest. I know of no reason why ArentFox Schiff could not have acted and cannot act as attorneys for the Committee. The foregoing constitutes the statement of ArentFox Schiff pursuant to section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13th day of January, 2023, at New York, New York.

/s/ George P. Angelich

George P. Angelich

EXHIBIT 1**Schedule of Searched Parties**

Entity Name	Relationship to Debtors¹
Winc, Inc.	Debtor
Club W, Inc.	Debtor
BWSC, LLC	Debtor
Winc Lost Poet, LLC	Debtor
Brault, Carol	Director and/or Officer
DeLong, Patrick	Director and/or Officer
Green, Erin	Director and/or Officer
Joukovski, Laura	Director and/or Officer
McFarlane, Geoffrey	Director and/or Officer
Pinney, Alesia	Director and/or Officer
Smith, Brian	Director and/or Officer
Thompson, Mary Pat	Director and/or Officer
Weng, Xiangwei	Director and/or Officer
15 Angels II LLC	Equity Holder
Bessemer Venture Partners VIII Institutional L.P.	Equity Holder
Bessemer Venture Partners VIII L.P.	Equity Holder
CFJ Palate Holdings LLC	Equity Holder
Cool Japan Fund Inc.	Equity Holder
Deer VIII & Co. L.P.	Equity Holder
Deer VIII & Co. Ltd.	Equity Holder
Dream Catcher Investments	Equity Holder
Dreamer Pathway Limited (BVI)	Equity Holder
GoBlue Ventures LLC	Equity Holder
McFarlane, Geoffrey	Equity Holder
Rice Wine Ventures LLC	Equity Holder
Sake Ventures LLC	Equity Holder
Shining Capital Holdings II L.P.	Equity Holder
Shining Capital Management III Limited	Equity Holder
Shiningwine Limited (BVI)	Equity Holder
Smith, Brian	Equity Holder
Wahoowa Ventures LLC	Equity Holder
Weng, Xiangwei	Equity Holder
Canaccord Genuity Group, Inc.	Debtors' Professional
Epiq Corporate Restructuring, LLC	Debtors' Professional
RPA Asset Management Services, LLC	Debtors' Professional
Young Conaway Stargatt & Taylor, LLP	Debtors' Professional

¹ The "Relationship to Debtors" was provided by Debtors' counsel. Nothing herein is an admission of fact or law or a waiver of any argument or defense concerning the status of the party, its claim or rights.

Entity Name	Relationship to Debtors¹
Latham & Watkins LLP	Ordinary Course Professional
Holland & Hart LLP	Ordinary Course Professional
Banc of California, N.A.	Bank/Lender/UCC Lien Party/Administrative Agent
Pacific Mercantile Bank	Pre-Petition Secured Creditor
American Stock Transfer & Trust Company, LLC	Material Vendor/Contract Counterparty
Artisan Brands, LLLP	Material Vendor/Contract Counterparty
Ascentis Corporation	Material Vendor/Contract Counterparty
Atelier Copain LLC (d/b/a Punchdown Cellars)	Material Vendor/Contract Counterparty
Avalara, Inc.	Material Vendor/Contract Counterparty
CompIntelligence, Inc.	Material Vendor/Contract Counterparty
CFT Clear Finance Technology Corp. (d/b/a Clearco)	Material Vendor/Contract Counterparty
Eagles Stadium Operator, LLC	Material Vendor/Contract Counterparty
Field, Edward	Material Vendor/Contract Counterparty
Imperial Parking Industries Inc.	Material Vendor/Contract Counterparty
International Wines, Inc.	Material Vendor/Contract Counterparty
Konica Minolta Business Solutions U.S.A., Inc.	Material Vendor/Contract Counterparty
LangeTwins Wine Company, Inc.	Material Vendor/Contract Counterparty
Marketplace Selections, Incorporated	Material Vendor/Contract Counterparty
Miller Family Wine Company, LLC	Material Vendor/Contract Counterparty
National Merchants, Inc.	Material Vendor/Contract Counterparty
Oracle America, Inc.	Material Vendor/Contract Counterparty
Paypal, Inc. (d/b/a Braintree)	Material Vendor/Contract Counterparty
Philadelphia Eagles, LLC	Material Vendor/Contract Counterparty
Republic National Distributing Company, LLC	Material Vendor/Contract Counterparty
Synergy North America Inc.	Material Vendor/Contract Counterparty
T. Elenteny Holdings, LLC (d/b/a T. Elenteny Imports)	Material Vendor/Contract Counterparty
Terravant Wine Company, LLC	Material Vendor/Contract Counterparty
Testany, Inc.	Material Vendor/Contract Counterparty
The Bacchus Group Inc.	Material Vendor/Contract Counterparty
Weibel Incorporated	Material Vendor/Contract Counterparty
Young's Market Company, LLC	Material Vendor/Contract Counterparty
Zendesk, Inc.	Material Vendor/Contract Counterparty
1515 Garnet Mine Road Holdings Limited Partnership	Landlord/Sublessee
CCF PS Alla Owner, LLC	Landlord/Sublessee
Columbia Business Center Partners L.P.	Landlord/Sublessee

Entity Name	Relationship to Debtors¹
Last Mile Management	Landlord/Sublessee
Rosenstein Henry, LLC	Landlord/Sublessee
Squarespace, Inc.	Landlord/Sublessee
Thrive Market, Inc.	Landlord/Sublessee
West LA Alla Commonwealth, LLC	Landlord/Sublessee
West LA Venture Commonwealth LLC	Landlord/Sublessee
ACE American Insurance Company	Insurer/Broker
Allied World Insurance Company	Insurer/Broker
Axis Insurance Company	Insurer/Broker
Endurance American Insurance Company	Insurer/Broker
FIRST Insurance Funding	Insurer/Broker
Guardian Life Insurance Company of America	Insurer/Broker
IMA of Colorado, Inc.	Insurer/Broker
Kaiser Permanente	Insurer/Broker
Lloyds of London	Insurer/Broker
National Union Fire Insurance Company of Pittsburgh, PA	Insurer/Broker
The Continental Insurance Company	Insurer/Broker
Transportation Insurance Company	Insurer/Broker
Travelers Casualty and Surety Company of America	Insurer/Broker
United Healthcare	Insurer/Broker
Valley Forge Insurance Company	Insurer/Broker
Woodruff-Sawyer & Co.	Insurer/Broker
AT&T, Inc.	Utilities
Charter Communications (Spectrum)	Utilities
Comcast Corp.	Utilities
Waste Management of Pennsylvania, Inc.	Utilities
Meta Platforms, Inc. (f/k/a Facebook)	Top 30 Unsecured Creditor
JF Hillebrand USA Inc. (dba Hillebrand)	Top 30 Unsecured Creditor
FedEx Corporation	Top 30 Unsecured Creditor
La Cantina Pizzolato S.R.L.	Top 30 Unsecured Creditor
Landsberg (a/k/a Landsberg Orora)	Top 30 Unsecured Creditor
LangeTwins Family Winery & Vineyards	Top 30 Unsecured Creditor
Famille Chaudière	Top 30 Unsecured Creditor
Impact Tech, Inc.	Top 30 Unsecured Creditor
SP Comino, LLC	Top 30 Unsecured Creditor
Michlits Werner GmbH	Top 30 Unsecured Creditor
Total Quality Logistics, LLC	Top 30 Unsecured Creditor
Allegis Group Holdings, Inc.	Top 30 Unsecured Creditor
Aerotek, Inc.	Top 30 Unsecured Creditor

Entity Name	Relationship to Debtors¹
Brex Inc.	Top 30 Unsecured Creditor
Douglas R. Circle (dba Rancho Cañada de los Pinos)	Top 30 Unsecured Creditor
Terravant	Top 30 Unsecured Creditor
Summerland	Top 30 Unsecured Creditor
Domo, Inc	Top 30 Unsecured Creditor
8020 Consulting LLC	Top 30 Unsecured Creditor
Conexus Search LLC	Top 30 Unsecured Creditor
Google, Inc.	Top 30 Unsecured Creditor
Power Digital Marketing, Inc.	Top 30 Unsecured Creditor
Awesome OS, Inc.	Top 30 Unsecured Creditor
Offsourcing, Inc.	Top 30 Unsecured Creditor
Atticus Publishing, LLC	Top 30 Unsecured Creditor
Laffort USA, Inc.	Top 30 Unsecured Creditor
Republic National Distributing Company of CA (RNDC CA)	Top 30 Unsecured Creditor
Mendocino Wine Co.	Top 30 Unsecured Creditor
Kaiser Consulting, LLC	Top 30 Unsecured Creditor
Los Angeles Philharmonic Association	Top 30 Unsecured Creditor
Datasite LLC	Top 30 Unsecured Creditor
Vin-Global LLP	Top 30 Unsecured Creditor
Toppan Merrill USA Inc.	Top 30 Unsecured Creditor
Chan, Ashely M.	United States Bankruptcy Judge
Dorsey, John T.	United States Bankruptcy Judge
Goldblatt, Craig T.	United States Bankruptcy Judge
Owens, Karen B.	United States Bankruptcy Judge
Shannon, Brendan L.	United States Bankruptcy Judge
Silverstein, Laurie Selber	United States Bankruptcy Judge
Stickles, J. Kate	United States Bankruptcy Judge
Walrath, Mary F.	United States Bankruptcy Judge
Andrews, Richard G.	United States District Judge
Connolly, Colm F.	United States District Judge
Longobardi, Joseph J.	United States District Judge
Noreika, Maryellen	United States District Judge
Williams, Gregory B.	United States District Judge
Burke, Christopher J.	United States Magistrate Judge
Fallon, Sherry R.	United States Magistrate Judge
Hall, Jennifer L.	United States Magistrate Judge
Thynge, Mary Pat	United States Magistrate Judge
Attix, Lauren	Office of the United States Trustee
Casey, Linda	Office of the United States Trustee

Entity Name	Relationship to Debtors¹
Cooke, Denis	Office of the United States Trustee
Cudia, Joseph	Office of the United States Trustee
Dice, Holly	Office of the United States Trustee
Dortch, Shakima L.	Office of the United States Trustee
Fox, Timothy J., Jr.	Office of the United States Trustee
Giordano, Diane	Office of the United States Trustee
Green, Christine	Office of the United States Trustee
Hackman, Benjamin	Office of the United States Trustee
Harris, Ramona	Office of the United States Trustee
Leamy, Jane	Office of the United States Trustee
McCollum, Hannah M.	Office of the United States Trustee
McMahon, Joseph	Office of the United States Trustee
O'Malley, James R.	Office of the United States Trustee
Panacio, Michael	Office of the United States Trustee
Richenderfer, Linda	Office of the United States Trustee
Sarkessian, Juliet	Office of the United States Trustee
Schepacarter, Richard	Office of the United States Trustee
Serrano, Edith A.	Office of the United States Trustee
Sierra-Fox, Rosa	Office of the United States Trustee
Vara, Andrew R.	Office of the United States Trustee
Villagrana, David	Office of the United States Trustee
Wynn, Dion	Office of the United States Trustee

EXHIBIT 2¹

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship²
ACE AMERICAN INSURANCE COMPANY	Insurer/Broker	Current & Former Other Interested Party; Former Adverse Party
AEROTEK, INC.	Top 30 Unsecured Creditor	Current & Former Adverse Party; Former Other Interested Party
ALLIED WORLD INSURANCE COMPANY	Insurer/Broker	Current Adverse Party
AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC	Material Vendor/Contract Counterparty	Former Other Interested Party
AT&T, INC.	Utilities	ArentFox Schiff previously represented AT&T, Inc. and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Former Client Friendly; Current & Former Adverse Party; Current & Former Other Interested Party

¹ The Debtors have numerous relationships and creditors. Reasonable efforts have been made to identify connections or conflicts as outlined in the Angelich Declaration. ArentFox Schiff is unable to state with certainty which of its clients or such clients' affiliates hold claims or otherwise are parties in interest in this case. ArentFox Schiff (i) is carrying on further inquiries with respect to the matters contained herein, (ii) will continue monitoring its database with respect to any new clients, and (iii) will file additional and supplemental disclosure statements in the event ArentFox Schiff becomes aware of any additional connections. If ArentFox Schiff discovers information that is contrary or pertinent to the statements made herein, ArentFox Schiff will promptly disclose such information to the Court on notice to the U.S. Trustee and such other parties in interest as may be required under noticing procedures applicable to this case.

² Party relationships are classified as: (i) Client; (ii) Former Client (no active matters are attributed to the client because all amounts have been billed and the entity or individual is no longer considered a client); (iii) Adverse; (iv) Former Adverse (party is listed as Adverse in a closed matter or an inactive matter with no billing or time in the last three years); (v) Other Interested Party (a party that is not a Client, a Former Client, Client Friendly or Adverse); or (vi) Client Friendly (a party who refers a client to ArentFox Schiff; an affiliate of the client; possibly an officer or party who is not adverse to the client; or a party who is generally aligned with the ArentFox Schiff client).

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship²
AVALARA, INC.	Material Vendor/Contract Counterparty	Current Adverse Party; Former & Current Other Interested Party
AXIS INSURANCE COMPANY	Insurer/Broker	Former Other Interested Party; Current Adverse Party
CANACCORD GENUITY GROUP, INC.	Debtors' Professional	Current Adverse Party
CHARTER COMMUNICATIONS (SPECTRUM)	Utilities	Current & Former Adverse Party; Former Other Interested Party
COMCAST CORP.	Utilities	ArentFox Schiff previously represented Comcast Corp. and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Current & Former Adverse Party; Current & Former Other Interested Party; Former Client Friendly
ENDURANCE AMERICAN INSURANCE COMPANY	Insurer/Broker	ArentFox Schiff previously represented Endurance American Insurance Company and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Current Adverse Party

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship ²
FEDEX CORPORATION	Top 30 Unsecured Creditor (Committee Member)	ArentFox Schiff previously represented and currently represents FedEx Corporation and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Current & Former Adverse Party; Current & Former Other Interested Party; Current & Former Client Friendly
FIELD, EDWARD	Material Vendor/Contract Counterparty	ArentFox Schiff previously represented Edward O. Field in matters wholly unrelated to these chapter 11 cases.
FIRST INSURANCE FUNDING	Insurer/Broker	Current Client Friendly; Current & Former Other Interested Party; Former Adverse Party
GOOGLE, INC.	Top 30 Unsecured Creditor	ArentFox Schiff previously represented and currently represents Google, Inc. and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Former Client Friendly; Current & Former Adverse Party; Current & Former Other Interested Party
GREEN, ERIN	Director and/or Officer	Erin R. Green is a Former Other Interested Party.

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship ²
GUARDIAN LIFE INSURANCE COMPANY OF AMERICA	Insurer/Broker	<p>ArentFox Schiff previously represented and currently represents Guardian Life Insurance Company of America and/or its affiliates in matters wholly unrelated to these chapter 11 cases.</p> <p>Current & Former Client Friendly; Current & Former Other Interested Party; Current Adverse Party</p>
HOLLAND & HART LLP	Ordinary Course Professional	<p>ArentFox Schiff previously represented Holland & Hart LLP in matters wholly unrelated to these chapter 11 cases.</p> <p>Former Other Interested Party; Former Adverse Party</p>
KAISER PERMANENTE	Insurer/Broker	<p>ArentFox Schiff currently represents Kaiser Permanente and/or its affiliates in matters wholly unrelated to these chapter 11 cases.</p> <p>Current & Former Adverse Party; Former Other Interested Party</p>
KONICA MINOLTA BUSINESS SOLUTIONS U.S.A., INC.	Material Vendor/Contract Counterparty	Former Other Interested Party
LANDSBERG (a/k/a LANDSBERG ORORA)	Top 30 Unsecured Creditor	Former Adverse Party

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship ²
LATHAM & WATKINS LLP	Ordinary Course Professional	<p>ArentFox Schiff previously represented Latham & Watkins LLP in matters wholly unrelated to these chapter 11 cases.</p> <p>Current & Former Other Interested Party; Current & Former Adverse Party; Current & Former Client Friendly</p>
LLOYDS OF LONDON	Insurer/Broker	<p>ArentFox Schiff previously represented Lloyds of London and/or its affiliates in matters wholly unrelated to these chapter 11 cases.</p> <p>Current & Former Client Friendly; Current & Former Adverse Party; Former Other Interested Party</p>
META PLATFORMS, INC. (F/K/A FACEBOOK)	Top 30 Unsecured Creditor	<p>ArentFox Schiff previously represented Meta Platforms, Inc. (f/k/a Facebook) and/or its affiliates in matters wholly unrelated to these chapter 11 cases.</p> <p>Current & Former Adverse Party; Current & Former Other Interested Party; Current Client Friendly</p>
MILLER FAMILY WINE COMPANY, LLC	Material Vendor/Contract Counterparty	Current Other Interested Party

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship²
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA	Insurer/Broker	ArentFox Schiff previously represented and currently represents National Union Fire Insurance Company of Pittsburgh, PA and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Current & Former Adverse Party; Current & Former Other Interested Party; Former Client Friendly
ORACLE AMERICA, INC.	Material Vendor/Contract Counterparty	Current & Former Adverse Party; Current & Former Other Interested Party
PACIFIC MERCANTILE BANK	Pre-Petition Secured Creditor	Former Adverse; Current & Former Other Interested Party
PAYPAL, INC. (D/B/A BRAINTREE)	Material Vendor/Contract Counterparty	Current & Former Other Interested Party; Current & Former Adverse Party
PHILADELPHIA EAGLES, LLC	Material Vendor/Contract Counterparty	Current Other Interested Party; Current & Former Adverse Party
POWER DIGITAL MARKETING, INC.	Top 30 Unsecured Creditor	Former Other Interested Party; Current Adverse Party
REPUBLIC NATIONAL DISTRIBUTING COMPANY OF CA (RNDC CA)	Top 30 Unsecured Creditor	Current Adverse Party; Current Other Interested Party
SMITH, BRIAN	Director and/or Officer Equity Holder	Former Other Interested Party; Former Client Friendly; Current & Former Adverse

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship²
SYNERGY NORTH AMERICA INC.	Material Vendor/Contract Counterparty	ArentFox Schiff previously represented Synergy North America Inc. and/or its affiliates in matters wholly unrelated to these chapter 11 cases.
THE BACCHUS GROUP INC.	Material Vendor/Contract Counterparty	Former Adverse Party
THE CONTINENTAL INSURANCE COMPANY	Insurer/Broker	ArentFox Schiff previously represented The Continental Insurance Company and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Former Other Interested Party; Current Client Friendly; Current Adverse Party
THRIVE MARKET, INC.	Landlord/Sublessee	Current Adverse Party
TOTAL QUALITY LOGISTICS, LLC	Top 30 Unsecured Creditor	ArentFox Schiff currently represents Total Quality Logistics, LLC and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Current & Former Other Interested Party; Former Adverse Party; Current Client Friendly

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship ²
TRANSPORTATION INSURANCE COMPANY	Insurer/Broker	ArentFox Schiff previously represented Transportation Insurance Company and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Former Other Interested Party; Former Client Friendly
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	Insurer/Broker	ArentFox Schiff previously represented Travelers Casualty and Surety Company of America and/or its affiliates in matters wholly unrelated to these chapter 11 cases. Current & Former Adverse Party; Former Other Interested Party
VALLEY FORGE INSURANCE COMPANY	Insurer/Broker	Former Client Friendly; Former Adverse Party
WASTE MANAGEMENT OF PENNSYLVANIA, INC.	Utilities	Former Other Interested Party; Current Adverse Party
WOODRUFF-SAWYER & CO.	Insurer/Broker	Former Adverse Party; Current Other Interested Party
YOUNG CONAWAY STARGATT & TAYLOR, LLP	Debtors' Professional	ArentFox Schiff previously represented Young Conaway Stargatt & Taylor, LLP in matters wholly unrelated to these chapter 11 cases. Former Other Interested Party; Former Adverse Party

Entity Name	Relationship to Debtors	ArentFox Schiff Relationship ²
YOUNG'S MARKET COMPANY, LLC	Material Vendor/Contract Counterparty	Current & Former Other Interested Party; Current Adverse Party; Current & Former Client Friendly
ZENDESK, INC.	Material Vendor/Contract Counterparty	Current Adverse Party